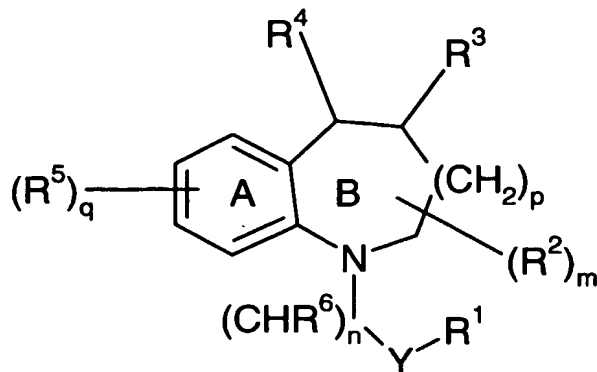


We claim:

1. A compound of formula I



wherein

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

p is 1 or 2;

q is 0, 1, 2, or 3;

Y is a bond, C=O, or S(O)_t; wherein t is 0, 1, or 2;

R¹ is selected from a group consisting of hydroxy, C₁-C₆ alkyl, aryl, C₂-C₆ alkenyl, C₁-C₆ haloalkyl, C₁-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl; C₁-C₆ alkylaryl, heterocyclyl, C₂-C₆ alkylalcohol, C₁-C₆ alkoxy, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₁-C₆ alkylheterocyclic, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylcycloalkyl, -NR⁷R⁸ and -OC₁-C₆ alkylaryl, -O-heterocyclic, and -OC₁-C₆ alkylheterocyclic; provided that R¹ is not hydroxy when Y is S(O)_t, CO or when n and y are both zero; and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3-groups independently selected from oxo, hydroxy, halo, C₁-C₆ alkyl, C₂-C₆ alkene, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ alkylalcohol, CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹COR¹², C₀-C₃ alkylNR¹¹R¹², C₁-C₃ alkylCOR¹¹, C₀-C₆ alkylCOOR¹¹, cyano, C₁-C₆ alkylcycloalkyl, phenyl, -OC₁-C₆ alkylcycloalkyl, -OC₁-C₆ alkylaryl, -OC₁-C₆ alkylheterocyclic, and C₁-C₆ alkylaryl;

R² is bound only to carbon atoms and is a group independently selected from hydrogen, hydroxy, halo, C₁-C₆ alkyl, C₂-C₆ alkene, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹COR¹², C₀-C₆ alkylNR¹¹R¹², C₀-C₆ alkylCOR¹¹, C₀-C₆

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alkylCOOR¹¹, cyano, nitro, C₀-C₆ alkylcycloalkyl, phenyl, and C₀-C₆ alkylaryl heterocyclyl, C₃-C₈ cycloalkyl, and C₁-C₆ haloalkyl;

R³ is hydrogen;

R⁴ is a group represented by the formula -NR⁹R¹⁰;

R⁵ is selected from a group consisting of hydrogen, hydroxy, halogen, C₁-C₆ haloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylaryl, C₁-C₆ alkylheterocyclic, aryl, heterocyclic, cyano, nitro, C₁-C₆ alkyl, C₂-C₆ alkenyl C₁-C₆ alkoxy, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -C₀-C₆ alkylNR⁷R⁸, C₀-C₆ alkylCOR⁷, C₀-C₆ alkylCO₂R⁷, C₀-C₆ alkylCONR⁷R⁸, CONR⁷SO₂R⁸, NR⁷SO₂R⁸, NR⁷COR⁸, N=CR⁷R⁸, OCONR⁷R⁸, S(O)_tR⁷, SO₂NR⁷R⁸, C₁-C₆ alkylalcohol,

-OC₁-C₆ alkylheterocyclic, and -OC₁-C₆ alkylaryl wherein each of the alkyl, cycloalkyl, aryl and heterocyclic groups is optionally substituted by oxo, alkyloxy, aryloxy; and wherein any two R⁵ groups may combine to form an optionally substituted 5-7 member carbocyclic or heterocyclic, saturated or unsaturated ring fused with the A- ring to which they are attached;

R⁶ is independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, hydroxy, COR⁷, C₁-C₆ alkoxy, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, C₁-C₆ alkylNR¹¹R¹², C₃-C₈ cycloalkyl, heterocyclic, aryl, and C₁-C₆ alkylcycloalkyl; each R⁷ is independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -O C₁-C₆ alkyl, C₁-C₆ haloalkyl, -O-aryl, -OC₃-C₈ cycloalkyl, -O-heterocyclic, -NR¹¹R¹², -C₁-C₆ alkylcycloalkyl, -OC₁-C₆ alkylcycloalkyl, -OC₁-C₆ alkylheterocyclic, C₁-C₆ alkylheterocyclic, -O C₁-C₆ alkylaryl, C₃-C₈ cycloalkyl, heterocyclic, aryl, and C₁-C₆ alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, oxo, C₁-C₆ alkyl, C₁-C₆ alkoxy, SO₂R¹¹, SO₂NR¹¹R¹², C₁-C₆ alkylSO₂NR¹¹R¹², COOR¹¹, C₁-C₆ haloalkyl, and NR¹¹R¹², or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C₁-C₆ alkyl;

each R⁸ is independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -O C₁-C₆ alkyl, C₁-C₆ haloalkyl, -O-aryl, -OC₃-C₈ cycloalkyl, -O-heterocyclic, -NR¹¹R¹², -C₁-C₆ alkylcycloalkyl, -OC₁-C₆ alkylcycloalkyl, -OC₁-C₆

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alkylheterocyclic, C₁-C₆ alkylheterocyclic, -O C₁-C₆ alkylaryl, C₃-C₈ cycloalkyl, heterocyclic, aryl, and C₁-C₆ alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and NR¹¹R¹², or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C₁-C₆ alkyl;

R⁹ is COR⁷ or S(O)_tR⁷ wherein R⁷ is as defined above;

R¹⁰ is selected from the group consisting of aryl, C₁-C₆ alkylaryl, C₂-C₆ alkenylaryl, C₂-C₆ alkynylaryl, C₁-C₆ alkylheterocyclic, C₂-C₆ alkenylheterocyclic, C₁-C₆ alkylcycloalkyl, C₁-C₆ alkyl-O-C₁-C₆ alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, -SC₁-C₆ alkyl, C₁-C₆ alkyl, C₁-C₆ alkenyl, C₁-C₆ alkynyl, C₁-C₆ haloalkyl, halogen, C₁-C₆ alkoxy, aryloxy, C₁-C₆ alkenyloxy, C₁-C₆ haloalkoxyalkyl, C₀-C₆ alkylNR¹¹R¹², -OC₁-C₆ alkylaryl, nitro, cyano, C₁-C₆ haloalkylalcohol, and C₁-C₆ alkylalcohol;

R¹¹ and R¹² are independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₁-C₆ alkenyl, C₃-C₈ cycloalkyl, heterocyclic, aryl, C₁-C₆ alkylaryl, wherein each aryl, cycloalkyl and heterocyclic group is optionally substituted with 1-3 groups independently selected from halogen, C₁-C₆ alkylheterocyclic, and C₁-C₆ haloalkyl, or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, C₁-C₆ alkyl, COR⁷, and SO₂R⁷;

or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.

2. A compound according to Claim 1 wherein R¹ is selected from a group consisting of C₁-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylheterocyclic, aryloxy, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylaryl, OC₃-C₈ heterocyclic, and -OC₁-C₆ alkylheterocyclic.

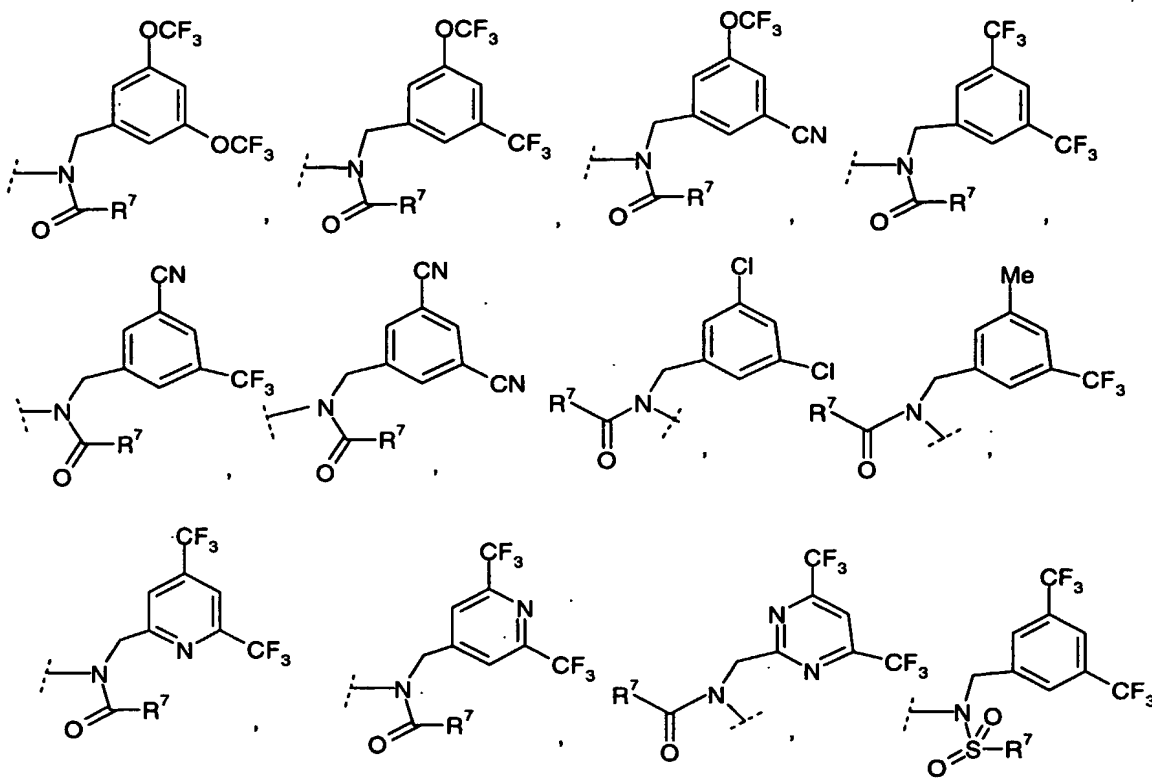
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3. A compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1 - C_6 alkoxy, C_1 - C_6 alkylcycloalkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylheterocyclic, aryloxy, $-OC_2$ - C_6 alkenyl, $-OC_1$ - C_6 haloalkyl, $-OC_3$ - C_8 cycloalkyl, $-OC_1$ - C_6 alkylaryl, OC_3 - C_8 heterocyclic, and $-OC_1$ - C_6 alkylheterocyclic; R^4 is the group NR^9R^{10} and R^9 is selected from an optionally substituted heterocyclic, or alkylheterocyclic.
4. A compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1 - C_6 alkoxy, C_1 - C_6 alkylcycloalkyl, C_1 - C_6 alkylheterocyclic, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylaryl, aryloxy, $-OC_2$ - C_6 alkenyl, $-OC_1$ - C_6 haloalkyl, $-OC_3$ - C_8 cycloalkyl, OC_1 - C_6 heterocyclic, $-OC_1$ - C_6 alkylaryl, and $-OC_1$ - C_6 alkylheterocyclic; R^4 is the group NR^9R^{10} and wherein R^9 is COR^7 .
5. A compound according to Claim 1 wherein n is zero; y is a bond; and R^1 is alkylaryl, alkylheterocyclic, alkylcycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo, $-COOH$, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_1 - C_6 alkylcycloalkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 alkylaryl, aryloxy, $-OC_2$ - C_6 alkenyl, $-OC_1$ - C_6 haloalkyl, $-OC_3$ - C_8 cycloalkyl, and $-OC_1$ - C_6 alkylaryl.
6. A compound according to Claim 1 wherein p is 1.
7. A compound according to claim 1 wherein p is 2.
8. A compound of claim 1, wherein p is 1 or 2; n is 0 or 1; m is 0, and q is 1-3.
9. A compound according to Claim 1 wherein n and m are independently 0 or 1; and q is 2 or 3.
10. A compound according to Claim 1, or 3 wherein q is 2 and the R^5 groups combine to form a five or six member optionally substituted fused ring with the A-ring

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wherein said fused ring may have 1, 2, or 3 heteroatom linkers independently selected from oxygen, or N or NH.

11. The compound according to Claim 1 wherein R^4 is selected from the group consisting of:



12. A compound selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
 5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
 5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
 5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
 5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-4,4-dimethyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, or a pharmaceutically acceptable salt, solvate, enantiomer, diastereomer or mixture thereof.

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13. A method of antagonizing CETP activity comprising administering a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer or mixture of diastereomers thereof to a patient in need thereof.
14. A method of treating or preventing dyslipidemia comprising administering a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.
15. A method of treating Cardiovascular Diseases comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.
16. A method of treating or preventing arteriosclerosis comprising administering a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient.
17. A method according to Claim 10, wherein the down-regulation of CETP activity results in a decrease in LDL- cholesterol.
18. A method of lowering plasma LDL-cholesterol in a mammal comprising administering a therapeutically effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.
19. A method of treating and/or preventing the pathological sequelae due to high levels of plasma LDL-cholesterol in a mammal comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers to a patient in need thereof.

20. A method of treating and/or preventing o the pathological sequela due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective amount of a compound of formula I or a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof, to a patient in need thereof.

21. A method of treating and/or preventing obesity comprising administering an effective dose of a compound of formula I, pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

22. A pharmaceutical formulation comprising a compound according to Claim 1 and a carrier, diluent and/or excipient.

23. A pharmaceutical formulation comprising a compound according to Claim 1 and a carrier, diluent and/or excipient.

24. Use of a compound of formula I for the manufacture of a medicament for treating and/or preventing atherosclerosis in a mammal comprising administering an effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.

25. Use of a compound according to any one of Claims 1 to 10 for the manufacture of a medicament for treating and/or preventing arteriosclerosis in a mammal comprising administering an effective dose of a compound of formula I, a pharmaceutically acceptable salt, solvate, enantiomer, racemate, diastereomer, or mixture of diastereomers thereof to a patient in need thereof.